

BRINKER INTERNATIONAL INC

Form 4

February 11, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THOMSON ROGER F

2. Issuer Name **and** Ticker or Trading  
Symbol

BRINKER INTERNATIONAL INC  
[EAT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

6820 LBJ FREEWAY

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Ch. Dev. Off. & Asst.Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/09/2015		M		6,839	A	\$ 14.79	94,255 D
Common Stock	02/09/2015		M		6,250	A	\$ 15.83	100,505 D
Common Stock	02/09/2015		M		48	A	\$ 21.79	100,553 D
Common Stock	02/09/2015		S		6,512	D	\$ 59.111 (1)	94,041 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Right-to-Buy	\$ 14.79	02/09/2015		M	6,839	08/27/2010 <sup>(2)</sup> 08/27/2017	Common Stock	6,
Employee Stock Option Right-to-Buy	\$ 15.83	02/09/2015		M	6,250	08/26/2011 <sup>(2)</sup> 08/26/2018	Common Stock	6,
Employee Stock Option Right-to-Buy	\$ 21.79	02/09/2015		M	48	08/25/2012 <sup>(2)</sup> 08/25/2019	Common Stock	4

## Reporting Owners

Reporting Owner Name / Address	Relationships
THOMSON ROGER F 6820 LBJ FREEWAY DALLAS, TX 75240	Director 10% Owner Officer Other EVP, Ch. Dev. Off. & Asst.Sec.

## Signatures

Bryan D. McCrory, Attorney-in-Fact for Roger F. Thomson

02/11/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.71 to \$59.57, inclusive. The reporting person undertakes to provide to Brinker International, any security holder of Brinker International or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (1)
- (2) Options vest in installments on or after the date shown.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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